



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
Region 5

IN THE MATTER OF:

ESI Environmental Inc Site
Indianapolis, Marion County, Indiana
(B5YS)

ADMINISTRATIVE SETTLEMENT
AGREEMENT AND ORDER ON
CONSENT FOR REMOVAL ACTION

Docket No. V-W-11-C-967

Respondents:

Listed in Attachment A

Proceeding Under Sections 104, 106(a), 107
and 122 of the Comprehensive Environmental
Response, Compensation, and Liability Act of
1980, as amended, 42 U.S.C. § 9601, *et seq.*

SECOND AMENDMENT TO ADMINISTRATIVE SETTLEMENT AGREEMENT
AND ORDER ON CONSENT FOR REMOVAL ACTION
PROCEEDING UNDER SECTIONS 104, 106(a), 107 AND 122
OF THE COMPREHENSIVE ENVIRONMENTAL RESPONSE,
COMPENSATION, AND LIABILITY ACT OF 1980,
as amended, 42 U.S.C. § 9601, *et seq.*

The Administrative Settlement Agreement and Order on Consent for Removal Action (ASAOC), U.S. Environmental Protection Agency Docket No. V-W-11-C-967, issued on April 7, 2011, under Sections 104, 106(a), 107 and 122 of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. § 9601, *et seq.* is hereby modified as follows:

Attachment A: Respondents, Page 34, of the ASAOC shall be amended as follows:

Respondents Gladieux Processing; Pettit Environmental; Buckeye Pipe Line Company, L.P.; NORCO Pipe Line Company, LLC; Wood River Pipe Lines LLC; and, NSK Precision America, Inc. shall be added as Performing Parties.

Attachment A: Respondents, Page 35, of the ASAOC shall be amended as follows:

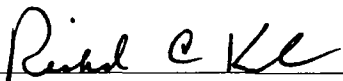
Respondents Haynes International, Inc.; Integrity Biofuels LLC; J.D. Streett & Company, Inc.; KEIHIN; Mac's Convenience Stores; Madison Chemical; Magna Powertrain USA, Inc. for Magna Powertrain of America, Inc.; OSI Environmental, Inc.; Rea Magnet Wire Company, Inc.; Southwestern Electric Cooperative, Inc.; Trueblood Lubricants, LLC; Western Reman Industrial, Inc.; Bodine Aluminum, Inc.; Roche Diagnostics; Briggs & Stratton Corporation; Nuplex Resins

LLC/Nuplex Resins; I/N Tek and I/N Kote; AMG Engineering & Machining, Inc.; Sypris Technologies, Inc.; Wabash Valley Power Association, Inc.; Hoosier Energy Rural Electric Cooperative, Inc.; Holland Energy, LLC; SG Solutions, LLC; Johnson Oil Company, LLC; Natural Gas Pipeline Company of America LLC; Rockies Express Pipeline LLC; Kinder Morgan Transmix Company, LLC; Heartland Automotive; INSERV; Allison Transmission, Inc.; Indiana Municipal Power Agency; Houghton International, Inc.; Holley Performance Products, Inc.; TravelCenters of America and TA Operating LLC; EQ The Environmental Quality Company; Bee Environmental; North American Lighting, Inc.; Louisville Gas & Electric; PolyOne Corporation; Ball Corporation; Indianapolis Power & Light Company; Citizens Energy Group; Zimmer, Inc.; Heartland Petroleum; Vesuvius USA Corporation; Ahlstrom Filtration, LLC; Lenz Oil Service, Peoria, Inc.; Highway Machine Co., Inc.; American Industrial Services; Accuride Corporation; Lexmark International, Inc.; Johnson Controls, Inc.; Chevron Environmental Company, for itself and as attorney-in-fact for Chevron Products Co., A Division of Chevron USA, Inc.; New NGC, Inc. d/b/a National Gypsum Company; INEOS USA LLC f/k/a Innovene USA LLC; CTC Casting Technologies, Inc.; CITGO Petroleum Corporation; K&W Fueling Systems, Inc.; Clean Harbors Recycling Svs of Chicago, LLC; NuStar Terminals Operating Partnership, L.P., formerly known as Support Terminals Operating Partnership, L.P., by its General Partner, NuStar Terminals Services, Inc., NuStar Energy L.P. formerly known as Valero L.P., by its General Partner, Riverwalk Logistics, L.P., by its General partner, NuStar GP LLC; City of Springfield Office of Public Utilities d/b/a City Water, Light and Power; Steel Dynamics, Inc.; Raybestos Powertrain, LLC; Friction Products Company, LLC; Center Terminal Companies; G.P. & W. Terminals Co.; Center Terminal Company – Hartford; Center Terminal Company – Indianapolis; Center Terminal Company - Chillicothe; Center Terminal Company – Wichita; Center Terminal Company – Madison; Essex Group, Inc.; Superior Essex, Inc.; Speedway LLC; Bigfoot Food Stores; Sun Chemical Corporation; Sun Chemical Corporation for Var-Chem Products, LLC; Ford Motor Company; Automotive Components Holdings, LLC; Shell Oil Company; Kocolene Marketing, LLC; Miller Environmental Co., Inc.; Gerdau Atmosphere Annealing, Inc.; Kasle Metal Processing, LLC; Federal Express Corporation; ACH Food Companies, Inc.; Hook-SupeRx, L.L.C.; Alcoa, Inc.; Akzo Nobel Chemicals, Inc.; Sun Polymers Int'l Inc.; AT&T Services, Inc.; Bridgestone Metalph U.S.A., Inc.; Tate & Lyle Ingredients Americas LLC; Pridgeon & Clay, Inc.; Visteon Corporation; Borg Warner Diversified Transmission Products, Inc., on behalf of itself and its parent companies, Borg Warner Torq Transfer Systems, Inc. and Borg Warner, Inc.; Nemak USA; Therma-Tru Corp.; Dana Holding Corporation; Texas Gas Transmission, LLC; Metaldyne, LLC; Metaldyne M&A Bluffton, LLC; and Metaldyne SinterForged Products, LLC; O'Bryan Barrel Co., Inc.; ELSA; Beck Industries, L.P.; Peerless Pump Company; Morris Manufacturing and Sales Corporation; GasAmerica Services, Inc.; Northern Indiana Public Service Company; ThyssenKrupp Presta Cold Forging, L.L.C.; ThyssenKrupp Crankshaft Co., L.L.C.; ThyssenKrupp Presta Danville, L.L.C. (f/k/a Krupp Gerlach, ThyssenKrupp Gerlach and Systrand Presta Engine Systems, LLC); Atlantic Richfield Company; BP Corporation North America Inc.; Futaba Indiana of America; Duke Energy Corporation; Ecolab Inc.; January Environmental Services; Gecom Corporation; Apex Precision Technologies, Inc.; Nease Corporation; RS Used Oil; Panhandle Eastern Pipeline

Company, LP; GKN Sinter Metals, LLC; Emhart Technologies; Ken-Dec, Inc.; Caterpillar Inc.; Republic Services of Indiana, Limited Partnership on behalf of itself and predecessors, including Sycamore Ridge Landfill, Worthington Landfill and Victory Environmental by Republic Services, Inc., General Partner; Northside Sanitary Landfill; Rhodia Inc.; The Okonite Company, Inc.; Ultra Environmental Services, Inc.; Aleris Rolled Products, Inc., the former Commonwealth Aluminum Corp. and Aleris Blanking and Rim, Inc. both of which were dissolved in connection with that certain Chapter 11 case filed in the United States Bankruptcy Court for the District of Delaware, *In re Old All, et al., Chapter 11 Case No. 09-1-478*; Subaru of Indiana Automotive, Inc.; North American Construction Co., Inc.; Timken; Action Environmental Inc.; Yuma Industries, Inc.; Yushire Mfg. America, Inc.; The Mitchel Group, Inc. (Mitchel and Scott Machine Co.); GATX Corporation; National Environmental, Inc.; and, The State of Indiana shall be added as Non-Performing Parties.

This Second Amendment to the ESI Environmental Inc Site ASAOC is hereby incorporated into the ASAOC as if it were originally part of the ASAOC; all terms, conditions, and stipulations of the ASAOC shall apply to this Second Amendment.

By:


Richard C. Karl, Director
Superfund Division
U.S. Environmental Protection Agency
Region 5

Date: 5-14-12, 2012.

Attachment A: Respondents

ESI Environmental Inc Site, Indianapolis, Indiana

Performing Parties	
1	Safety-Kleen Systems, Inc.
2	Nucor Corporation
3	Heritage-Crystal-Clean, LLC
4	Heritage Environmental Services, LLC
5	Midwest Environmental Services, Inc./The Midwest Resource Recovery Center/Klor Kleen
6	Illini Environmental
7	Warrior Oil Service Inc.
8	Aarmor Environmental Services
9	Enterprise Waste Oil Co., Inc.
10	Future Environmental Inc.
11	Liquid Waste Removal
12	NSK Corporation
13	Cummins, Inc.
14	Buckeye Terminals, LLC
15	Marathon Petroleum Company LP, by MPC Investment LLC, its General Partner
16	Universal Environmental Services, LLC
17	Gladieux Processing
18	Pettit Environmental
19	Buckeye Pipe Line Company, L.P.
20	NORCO Pipe Line Company, LLC
21	Wood River Pipe Lines LLC
22	NSK Precision America, Inc.

Attachment A: Respondents

ESI Environmental Inc Site, Indianapolis, Indiana

Non-Performing Parties	
1	Haynes International, Inc.
2	Integrity Biofuels LLC
3	J.D. Streett & Company, Inc.
4	KEIHIN
5	Mac's Convenience Stores
6	Madison Chemical
7	Magna Powertrain USA, Inc. for Magna Powertrain of America, Inc.
8	OSI Environmental, Inc.
9	Rea Magnet Wire Company, Inc.
10	Southwestern Electric Cooperative, Inc.
11	Trueblood Lubricants, LLC
12	Western Reman Industrial, Inc.
13	Bodine Aluminum, Inc.
14	Roche Diagnostics
15	Briggs & Stratton Corporation
16	Nuplex Resins LLC/Nuplex Resins
17	I/N Tek and I/N Kote
18	AMG Engineering & Machining, Inc.
19	Sypris Technologies, Inc.
20	Wabash Valley Power Association, Inc.
21	Hoosier Energy Rural Electric Cooperative, Inc.
22	Holland Energy, LLC
23	SG Solutions, LLC
24	Johnson Oil Company, LLC
25	Natural Gas Pipeline Company of America LLC
26	Rockies Express Pipeline LLC
27	Kinder Morgan Transmix Company, LLC
28	Heartland Automotive
29	INSERT
30	Allison Transmission, Inc.
31	Indiana Municipal Power Agency
32	Houghton International, Inc.
33	Holley Performance Products, Inc.
34	TravelCenters of America and TA Operating LLC
35	EQ The Environmental Quality Company
36	Bee Environmental

37	North American Lighting, Inc.
38	Louisville Gas & Electric
39	PolyOne Corporation
40	Ball Corporation
41	Indianapolis Power & Light Company
42	Citizens Energy Group
43	Zimmer, Inc.
44	Heartland Petroleum
45	Vesuvius USA Corporation
46	Ahlstrom Filtration, LLC
47	Lenz Oil Service, Peoria, Inc.
48	Highway Machine Co., Inc.
49	American Industrial Services
50	Accuride Corporation
51	Lexmark International, Inc.
52	Johnson Controls, Inc.
53	Chevron Environmental Company, for itself and as attorney-in-fact for Chevron Products Co., A Division of Chevron USA, Inc.
54	New NGC, Inc. d/b/a National Gypsum Company
55	INEOS USA LLC f/k/a Innovene USA LLC
56	CTC Casting Technologies, Inc.
57	CITGO Petroleum Corporation
58	K&W Fueling Systems, Inc.
59	Clean Harbors Recycling Svs of Chicago, LLC
60	NuStar Terminals Operating Partnership, L.P., formerly known as Support Terminals Operating Partnership, L.P., by its General Partner, NuStar Terminals Services, Inc., NuStar Energy L.P. formerly known as Valero L.P., by its General Partner, Riverwalk Logistics, L.P., by its General partner, NuStar GP LLC
61	City of Springfield Office of Public Utilities d/b/a City Water, Light and Power
62	Steel Dynamics, Inc.
63	Raybestos Powertrain, LLC
64	Friction Products Company, LLC
65	Center Terminal Companies
66	G.P. & W. Terminals Co.
67	Center Terminal Company – Hartford
68	Center Terminal Company – Indianapolis
69	Center Terminal Company – Chillicothe
70	Center Terminal Company – Wichita
71	Center Terminal Company – Madison

72	Essex Group, Inc.
73	Superior Essex, Inc.
74	Speedway LLC
75	Bigfoot Food Stores
76	Sun Chemical Corporation
77	Sun Chemical Corporation for Var-Chem Products, LLC
78	Ford Motor Company
79	Automotive Components Holdings, LLC
80	Shell Oil Company
81	Kocolene Marketing, LLC
82	Miller Environmental Co., Inc.
83	Gerdau Atmosphere Annealing, Inc.
84	Kasle Metal Processing, LLC
85	Federal Express Corporation
86	ACH Food Companies, Inc.
87	Hook-SupeRx, L.L.C.
88	Alcoa, Inc.
89	Akzo Nobel Chemicals, Inc.
90	Sun Polymers Int'l Inc.
91	AT&T Services, Inc.
92	Bridgestone Metalphi U.S.A., Inc.
93	Tate & Lyle Ingredients Americas LLC
94	Pridgeon & Clay, Inc.
95	Visteon Corporation
96	Borg Warner Diversified Transmission Products, Inc., on behalf of itself and its parent companies, Borg Warner Torq Transfer Systems, Inc. and Borg Warner, Inc.
97	Nemak USA
98	Therma-Tru Corp.
99	Dana Holding Corporation
100	Texas Gas Transmission, LLC
101	Metaldyne, LLC; Metaldyne M&A Bluffton, LLC; and Metaldyne SinterForged Products, LLC
102	O'Bryan Barrel Co., Inc.
103	ELSA
104	Beck Industries, L.P.
105	Peerless Pump Company
106	Morris Manufacturing and Sales Corporation
107	GasAmerica Services, Inc.
108	Northern Indiana Public Service Company
109	ThyssenKrupp Presta Cold Forging, L.L.C.

110	ThyssenKrupp Crankshaft Co., L.L.C.
111	ThyssenKrupp Presta Danville, L.L.C. (f/k/a Krupp Gerlach, ThyssenKrupp Gerlach and Systrand Presta Engine Systems, LLC)
112	Atlantic Richfield Company
113	BP Corporation North America Inc.
114	Futaba Indiana of America
115	Duke Energy Corporation
116	Ecolab Inc.
117	January Environmental Services
118	Gecom Corporation
119	Apex Precision Technologies, Inc.
120	Nease Corporation
121	RS Used Oil
122	Panhandle Eastern Pipeline Company, LP
123	GKN Sinter Metals, LLC
124	Emhart Technologies
125	Ken-Dec, Inc.
126	Caterpillar Inc.
127	Republic Services of Indiana, Limited Partnership on behalf of itself and predecessors, including Sycamore Ridge Landfill, Worthington Landfill and Victory Environmental by Republic Services, Inc., General Partner
128	Northside Sanitary Landfill
129	Rhodia Inc.
130	The Okonite Company, Inc.
131	Ultra Environmental Services, Inc.
132	Aleris Rolled Products, Inc., the former Commonwealth Aluminum Corp. and Aleris Blanking and Rim, Inc. both of which were dissolved in connection with that certain Chapter 11 case filed in the United States Bankruptcy Court for the District of Delaware, <i>In re Old All, et al., Chapter 11 Case No. 09-1-478</i>
133	Subaru of Indiana Automotive, Inc.
134	North American Construction Co., Inc.
135	Timken
136	Action Environmental Inc.
137	Yuma Industries, Inc.
138	Yushiro Mfg. America, Inc.
139	The Mitchel Group, Inc. (Mitchel and Scott Machine Co.)
140	GATX Corporation
141	National Environmental, Inc.
142	The State of Indiana